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UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN JOSE DIVISION

IN RE SANMINA-SCI CORP.
DERIVATIVE LITIGATION

Master Case No.: C-06-03783-JF

~~PROPOSED~~ ORDER AND FINAL
JUDGMENT

This Document Relates to:
All Actions

1 This matter came before the Court for hearing pursuant to the Order of this Court, dated
2 February 27, 2009 ("Order"), on the application of the parties for approval of the proposed
3 settlement ("Settlement") set forth in the Stipulation of Settlement dated February 26, 2009, and
4 the Exhibits thereto (the "Stipulation").

5 The Court has reviewed and considered all documents, evidence, objections (if any) and
6 arguments presented in support of or against the Settlement; the Court being fully advised of the
7 premises and good cause appearing therefore, the Court enters this Order and Final Judgment.

8 IT IS HEREBY ORDERED, ADJUDGED AND DECREED that:

9 1. This Judgment incorporates by reference the definitions in the Stipulation, and all
10 capitalized terms used herein shall have the same meanings as set forth in the Stipulation.

11 2. This Court has jurisdiction over the subject matter of the Federal Derivative Action,
12 including all matters necessary to effectuate the Settlement, and over all Settling Parties.

13 3. The Court finds that the Notice provided to Sanmina stockholders fully satisfied the
14 requirements of Federal Rule of Civil Procedure 23.1 and the requirements of due process.

15 4. The Court finds that, during the course of the litigation of the Actions, the Settling
16 Parties and their respective counsel at all times complied with the requirements of Federal Rule of
17 Civil Procedure 11 and all other similar laws, including California Code of Civil Procedure §128.7.

18 5. The Court finds that the terms of the Stipulation and Settlement are fair, reasonable
19 and adequate as to each of the Settling Parties, and hereby finally approves the Stipulation and
20 Settlement in all respects, and orders the Settling Parties to perform its terms to the extent the
21 Settling Parties have not already done so.

22 6. The Federal Derivative Action and all claims contained therein, as well as all of the
23 Released Claims, are hereby dismissed with prejudice. The Settling Parties are to bear their own
24 costs, except as otherwise provided in the Stipulation.

25 7. Upon the Effective Date, as defined in the Stipulation, Sanmina, Plaintiffs (acting
26 derivatively on behalf of Sanmina), and each of the Current Sanmina Stockholders (solely in their
27 capacity as Sanmina stockholders) shall be deemed to have, and by operation of the Judgment shall
28 have, fully, finally, and forever released, relinquished and discharged the Released Claims against

1 the Released Persons and any and all claims (including Unknown Claims) arising out of, relating
2 to, or in connection with the defense, settlement or resolution of the Actions against the Released
3 Persons.

4 8. Upon the Effective Date, as defined in the Stipulation, each of the Released Persons
5 shall be deemed to have, and by operation of the Judgment shall have, fully, finally, and forever
6 released, relinquished and discharged each and all of the Plaintiffs and Plaintiffs' Counsel from all
7 claims (including Unknown Claims) arising out of, relating to, or in connection with, the
8 institution, prosecution, assertion, settlement or resolution of the Actions or the Released Claims.

9 9. Nothing herein shall in any way impair or restrict the rights of any Settling Party to
10 enforce the terms of the Stipulation.

11 10. The Court hereby approves the Fee and Expense Award in accordance with the
12 Stipulation and finds that such fee is fair and reasonable.

13 11. Neither the Stipulation nor the Settlement, nor any act performed or document
14 executed pursuant to or in furtherance of the Stipulation or the Settlement: (a) is or may be deemed
15 to be or may be offered, attempted to be offered or used in any way by the Settling Parties or any
16 other Person as a presumption, a concession or an admission of, or evidence of, any fault,
17 wrongdoing or liability of the Settling Parties; or of the validity of any Released Claims; or (b) is
18 intended by the Settling Parties to be offered or received as evidence or used by any other person in
19 any other actions or proceedings, whether civil, criminal or administrative. The Released Persons
20 may file the Stipulation and/or the Judgment in any action that may be brought against them in
21 order to support a defense or counterclaim based on principles of *res judicata*, collateral estoppel,
22 full faith and credit, release, standing, good faith settlement, judgment bar or reduction or any other
23 theory of claim preclusion or issue preclusion or similar defense or counterclaim; and any of the
24 Settling Parties may file the Stipulation and documents executed pursuant and in furtherance
25 thereto in any action to enforce the Settlement.

26 12. Without affecting the finality of this Judgment in any way, this Court hereby retains
27 continuing jurisdiction with respect to implementation and enforcement of the terms of the
28 Stipulation.

1 13. In the event that the Settlement does not become effective in accordance with the
2 terms of the Stipulation, this Judgment shall be vacated, and all Orders entered and releases
3 delivered in connection with the Stipulation and this Order and Final Judgment shall be null and
4 void, except as otherwise provided for in the Stipulation.

5 14. This Judgment is a final, appealable judgment and should be entered forthwith by
6 the Clerk in accordance with Federal Rule of Civil Procedure 58.

7 IT IS SO ORDERED.

8
9 DATED: 5/4/09


THE HONORABLE JEREMY FOGEL
UNITED STATES DISTRICT JUDGE